

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|---------------------------------------|--------------------------|
| MAGTEN ASSET MANAGEMENT |) |
| CORPORATION and LAW DEBENTURE |) |
| TRUST COMPANY OF NEW YORK, |) |
| |) |
| Plaintiffs, |) |
| |) |
| v. |) C.A. No. 04-1494 (JJF) |
| |) |
| NORTHWESTERN CORPORATION, |) |
| |) |
| Defendant. |) |
| | |
| MAGTEN ASSET MANAGEMENT CORP., |) |
| |) |
| Plaintiff, |) |
| |) |
| v. |) C.A. No. 05-499 (JJF) |
| |) |
| MICHAEL J. HANSON and ERNIE J. KINDT, |) |
| |) |
| Defendants. |) |

(PROPOSED) ORDER

AND NOW upon the emergency cross motion (the “Motion”) of Defendant NorthWestern Corporation (“NorthWestern”) for the entry of an Order truncating the normal briefing schedule under Local Rule 7.1.2 and setting an immediate telephonic hearing and for an Order that, pursuant to the Stipulated Protective Order so ordered by the Court on March 21, 2007 (the “Order”), Plaintiffs Magten Asset Management Corporation (“Magten”) and the Law Debenture Trust Company of New York and their counsel immediately return to counsel for NorthWestern or destroy the documents listed on Exhibit A hereto (the “Designated Documents”) and sanction Plaintiffs and their counsel for the prior violation of the Order;

IT IS HEREBY ORDERED THAT:

1. Plaintiffs shall forthwith comply with their obligations under the Order and immediately cease making any use of the Designated Documents;
2. Plaintiffs shall forthwith return any and all copies of the Designated Documents to counsel for NorthWestern or destroy said documents and any and all copies thereof and provide an immediate certification that such destruction has occurred;
3. Plaintiffs shall forthwith destroy any and all notes, memoranda or other work product based upon or derived from the Designated Documents and provide an immediate certification that such destruction has occurred;
4. Plaintiff Magten and its counsel are hereby sanctioned in the amount of the costs incurred by NorthWestern in connection with this Motion, including reasonable attorneys fees.

SO ORDERED this ____ day of _____, 2007.

Honorable Joseph J. Farnan, Jr.
U.S.D.J.

Exhibit A**Designated Documents**

| | |
|-------------------|-------------------|
| NOR 371624-372806 | NOR 063216-7 |
| NOR 413446-413500 | NOR 067845-86 |
| NOR 414057-414114 | NOR 072813-14 |
| NOR 053296-97 | NOR 072815-16 |
| NOR 066670-71 | NOR 073773-74 |
| NOR 075185-86 | NOR 076260-61 |
| NOR 086411-12 | NOR 077858-59 |
| NOR 086481-501 | NOR 081375-76 |
| NOR 088303-05 | NOR 088910-11 |
| NOR 121152-73 | NOR 092308-09 |
| NOR 131455 | NOR 087633-34 |
| NOR 135865-67 | NOR 117952-953 |
| NOR 142061 | NOR 119158-9 |
| NOR 149263-64 | NOR 124686-87 |
| NOR 160675-76 | NOR 160675-76 |
| NOR 173136-38 | NOR 366792-809 |
| NOR 184691-94 | NOR 367014-041 |
| NOR 184858-59 | NOR 367140-151 |
| NOR 185818-820 | NOR 368029-037 |
| NOR 187057-058 | NOR 368234-261 |
| NOR 192884-893 | NOR 368363-70 |
| NOR 193851-53 | NOR 405402-03 |
| NOR 240045-46 | NOR 405928-930 |
| NOR 265143 | NOR 406074-075 |
| NOR 275785 | NOR 406175-180 |
| NOR 371624-2806 | NOR 406416-55 |
| NOR 374782-92 | NOR 458032-035 |
| NOR 374829-5523 | NOR 469466 |
| NOR 411358-1450 | NOR 479145-146 |
| NOR 413446-500 | NOR 481065-066 |
| NOR 414057-114 | NOR 374460-374530 |
| NOR 441828-32 | NOR 067847-067849 |
| NOR 452810-11 | NOR 086481-086559 |
| NOR 452812 | NOR 367071-367073 |
| NOR 452820 | NOR 367124-367130 |
| NOR 458221-26 | NOR 368038-368101 |
| NOR 459119-20 | NOR 405532-405536 |
| NOR 458213-215 | NOR 405683-405684 |
| NOR 463654 | NOR 405703 |
| NOR 481063-64 | NOR 405713-405718 |
| NOR 481065-66 | NOR 405789-405791 |
| NOR 481073 | NOR 405850-405851 |
| NOR 482791-93 | NOR 405857-405859 |

NOR 405920-405923
NOR 317953-317970
NOR 317980-317984
NOR 365676-365677
NOR 367925-367929
NOR 352700-352711
NOR 352712-352713
NOR 352714-352722
NOR 405298-405308
NOR 406097-406099
NOR 406065-406066
NOR 406103-406104
NOR 406165-406169
NOR 406170-406174
NOR 406759-406797
NOR 440103-440107